

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

APPLETON PAPERS INC. and
NCR CORPORATION,

Plaintiffs,

v.

Case No. 08-C-00016

GEORGE A. WHITING PAPER COMPANY, *et al.*,

Defendants.

ORDER

Based on the stipulation submitted by NCR Corporation (“NCR”) and Appleton Papers Inc. (“API”) (collectively, “Plaintiffs”) and Menasha Corporation (“Menasha”), **IT IS HEREBY ORDERED** that:

1. Plaintiffs shall not dispute that Menasha has incurred costs related to OU2-5 of the Lower Fox River Site that constitute a sufficient predicate (as to the cost element) for declaratory relief under Section 113(g)(2) of the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), 42 U.S.C. §9613(g)(2), and the Declaratory Judgment Act, 28 U.S.C. §§ 2201-2202;
2. Any order dismissing Menasha’s counterclaim against Plaintiffs for the Menasha Past Costs¹ *without* prejudice is hereby vacated, and this Order governs as to Menasha’s counterclaim against Plaintiffs for the Menasha Past Costs;

¹ The term “Menasha Past Costs” is defined in the accompanying Stipulation between NCR, API and Menasha.

3. Menasha shall not recover the Menasha Past Costs from NCR, based on the reasons set forth in Menasha's Motion for Summary Judgment (Dkt. #914; Dkt. #915), and/or the Court's ruling on insurance offsets in the March 2011 Order and/or the Court's ruling on arranger liability in the July 2012 Order;

4. Menasha shall not recover the Menasha Past Costs from API, for the reasons set forth in Paragraph 3, as well as the Court's ruling on API's Motion for Summary Judgment in the October 2012 Order;

5. This Order shall have no effect on the Court's ruling dismissing all counterclaims against API; and

6. This Order shall not affect any of Plaintiffs' (individually or collectively) or Menasha's rights to challenge, on appeal or otherwise, the Court's March 2011 Order (Dkt. #1080), the Court's July 2012 Order (Dkt. #1405), the Court's October 2012 Order (Dkt. #1437), or any other order issued by this Court.

Dated this 1st day of November, 2012.

s/ William C. Griesbach
William C. Griesbach, Chief Judge
United States District Court